



January 11, 2020

<b>BSE Limited</b> Phiroze Jeejeebhoy Towers Dalal Street Mumbai – 400 001  <b>Scrip Code: 542760</b>	<b>National Stock Exchange of India Limited</b> Exchange Plaza Bandra Kurla Complex Bandra (East), Mumbai – 400 051  <b>Symbol: SWSOLAR</b>
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**Sub.: Clarifications provided by the Promoters i.e. Shapoorji Pallonji and Company Private Limited and Mr. Khurshed Y. Daruvala (collectively referred to as “Promoters”) w.r.t. recent media report**

Dear Sir/ Madam,

Please find enclosed a letter received from the Promoters informing about the clarifications provided by them in response to a report recently published in the media.

This is for your information and record.

Thanking you.

Yours faithfully,

**For Sterling and Wilson Solar Limited**

**Jagannadha Rao Ch. V.**  
**Company Secretary and Compliance Officer**



Encl.: As above

**Sterling and Wilson Solar Limited**  
**(Formerly known as Rashmika Energy Private Limited)**  
**An Associate of Shapoorji Pallonji Group**

Registered Office: Universal Majestic, 9th Floor, P. L. Lokhande Marg, Chembur (W), Mumbai – 400 043  
Phone: (91-22) 25485300 | Fax: (91-22) 25485331 | CIN: U74999MH2017PLC292281  
Email: [info@sterlingandwilsonsolar.com](mailto:info@sterlingandwilsonsolar.com) | [www.sterlingandwilsonsolar.com](http://www.sterlingandwilsonsolar.com)

January 11, 2020

From:

**Shapoorji Pallonji and Company Pvt. Ltd.**

S. P. Center, 41/44, Minoo Desai Marg, Colaba,  
Apollo Bandar, Mumbai – 400005, Maharashtra

**Mr. Khurshed Daruvala, Promoter and Chairman of Sterling and Wilson Solar Limited**

3705, The Address Downtown Dubai Residences, Downtown Dubai

Mohammed Bin Rashid Boulevard, Dubai, United Arab Emirates

To:

**Sterling and Wilson Solar Limited**

9<sup>th</sup> Floor, Universal Majestic, P. L. Lokhande Marg, Chembur (West), Mumbai 400 043

**Sub.: Clarifications w.r.t. report on Sterling and Wilson Solar Limited  
("SWSL") published by InGovern**

Dear Sir/ Madam,

We write to you as Promoters of SWSL.

With reference to the above captioned subject, please note that we had been approached by some media houses about a report published by InGovern and our response with regard to the same is as below:

1. The report contains factually incorrect, misleading and unverified statements. The author of the report has acted irresponsibly as he has neither found it appropriate to ascertain the facts nor provide us with a draft of the report for our response. This appears an attempt to malign the reputation of the promoters using the media.
2. As per the said report, the object of the offer was to enable the Promoters to repay loans, however, factually, the objects of the offer were to provide liquidity to the shareholders along with the benefits of listing of the equity shares including but not limited to enhancing visibility, brand image. InGovern mischievously ignored the main objects mentioned in the Prospectus and picked up only the disclosure on utilization made by the Promoters. The utilization of proceeds was an added intent of the Promoters and cannot be directly construed to be the object of the offer. The Promoters would like to state that this intent is intact and is suitably demonstrated by facilitating repayment of Rs. 1000 crore as committed by 31<sup>st</sup> December 2019.
3. We completely deny any misleading statements being made in the prospectus. Being an OFS, the Promoters were under no obligation to mention the utilization of proceeds. In fact, the Promoters made this disclosure in good faith even though it was not required by law. There is thus no legal default as is being sought to be made out.
4. InGovern made a statement that the rating agency said that Sterling and Wilson Pvt. Ltd. ("SWPL") is not cooperating. This is an inadequate statement of fact, which is explained as below:

- a. ICRA ceased to have a commercial engagement with SWPL since the last few years. ICRA was unable to withdraw its earlier rating due its requirement to have NOC from each and every consortium banker. SWPL obtained and provided NOCs to ICRA from all members of the consortium except from one bank with rated limits of Rs. 211 crores.
- b. As per ICRA's governing regulations, until they withdraw the rating (which was dependant on last pending NOC), they were compelled to issue a rating on the basis of publicly available information. SWPL having already appointed a new rating agency viz., India Ratings, from the last few years, was not required to provide information to ICRA and hence it was put under the 'non-cooperative' category by ICRA on technical grounds.
- c. The final NOC for Rs. 211 crores was recently provided to ICRA and it has withdrawn its rating of SWPL on January 6, 2020, which is prior to date of InGovern's report dt. January 9, 2020. The withdrawal notification is also available on ICRA's website.
- d. SWPL currently rated 'A' by its rating agency India Ratings as against 'BBB-' by ICRA.

From the above it is quite apparent, that InGovern, for reasons best known to them, has chosen to ignore both the withdrawal of the non co-operation by ICRA as well as the present rating given by India Ratings.

5. The Promoters have also kept their commitment on facilitating repayment of Rs. 1000 crores from the date of listing which does not seem to be taken into account in the payment schedule given in the report. Thus, the intent of the Promoters is being maliciously brought into doubt.
6. It is important to note that the Board of Directors while approving the repayment schedule levied additional interest of 100 basis points and there is no financial loss to Sterling and Wilson Solar Limited on account of reschedulement and it is illogical to link the stock price reduction to this aspect. By mentioning that the share price has fallen solely due to the non-repayment of loan, the report has once again mischievously ignored that the majority of the fall in the share price had already taken place even before the rescheduling of the repayment period was disclosed to the Stock Exchanges.
7. The report goes to an absurd extent of alleging that the Board and Audit Committee had no discussion prior to giving approval to the revised schedule of payment. This is once again an attempt by InGovern to paddle falsehoods without verifying facts, which are given as follows:
  - a. The Board of Directors in its meeting held on November 14, 2019 deliberated at length about the request of the Promoters and also authorised the Audit Committee (excluding the Promoter Director) of Board of Directors to hold discussions with the Promoters in this regard.
  - b. Members of the Audit Committee held various discussions with the Promoters keeping in mind the fund flow requirements of the business of the Company and the debt maturity profile of the external borrowings. After these deliberations a proposal was considered by the Audit Committee in its meetings held on December 27, 2019 and December 31, 2019 and recommended to the Board of Directors.
  - c. The Board of Directors in its meeting held on December 31, 2019 approved revised repayment schedule. It is pertinent to note that the Promoter Director(s) recused to participate in the process of decision making of the Board.

We would like to reiterate that this entire report is malicious, misleading, defamatory and without any attempt to ascertain the facts of the matter from us. The sensationalism in this report is more an attempt to further erode investor wealth rather than its stated objective of working in the interests of the investors.

As Promoters, we are evaluating our legal options, on the malicious report filed by InGovern.

The Promoters continue to stand by the commitments made to facilitate full repayment of the balance inter-company loans as has been discussed in depth along with the Audit Committee and the Board of Directors of the Company, in their respective meetings within the time frame that has been communicated.

We request you to kindly take this on record.

Sincerely

**For Shapoorji Pallonji and Company Pvt. Ltd.**

**Sd/-**

**Authorised Signatory**

**Sd/-**

**Khurshed Daruvala**